

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): 20-____ Chapter 7☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/20**If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.**1. Debtor's name** RTS USA Corp.**2. All other names debtor used in the last 8 years** Roots USA CorporationInclude any assumed names, trade names, and *doing business as* names**3. Debtor's federal Employer Identification Number (EIN)** 8 1 - 0 8 5 7 1 2 6**4. Debtor's address****Principal place of business****Mailing address, if different from principal place of business**1400 Castlefield Avenue

Number Street

Number Street

Toronto ON M6B 4C4
City State ZIP Code

P.O. Box

City State ZIP Code

York

County

Location of principal assets, if different from principal place of businessSee Attachment A

Number Street

City State ZIP Code

5. Debtor's website (URL) www.roots.com**6. Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor RTS USA Corp. f/k/a Roots USA Corporation
NameCase number (if known) 20-**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.4 4 8 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☒ Chapter 7
☐ Chapter 9
☐ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first subbox. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
 District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a

separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No

☐ Yes. Debtor _____ Relationship _____
 District _____ When _____
MM / DD / YYYY
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors*

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets*

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

* Information based on financial statements as of April 4, 2020.

16. Estimated liabilities*

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

* Information based on financial statements as of April 4, 2020.

Request for Relief, Declaration, and Signatures


WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 4/29/2020
MM / DD / YYYY

X 

Signature of authorized representative of debtor

Mona Kennedy

Printed name

Title Chief Financial Officer

18. Signature of attorney

X 

Signature of attorney for debtor

Date 4/29/2020
MM / DD / YYYY

Matthew B. Lunn

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE 19801
State ZIP Code

(302) 571-6646

Contact phone

mlunn@ycst.com

Email address

4119

Bar number

Delaware

State

ATTACHMENT A TO VOLUNTARY PETITION

1. Location of the Debtors' Principal Assets (on a Consolidated Basis)

- a) The Debtor maintains a store at Woodbury Common Premium Outlets, 498 Red Apple Court, Unit 664, Central Valley, New York 10917.
- b) The Debtor maintains a store at Tyson's Corner Center, 1961 Chain Bridge Rd, Unit G008U, McLean, Virginia 22102.
- c) The Debtor maintains a store at Fashion Centre at Pentagon City, 1100 S Hayes St., Unit E08C, Arlington, Virginia 22202.
- d) The Debtor maintains a store at 3259 M Street, N.W., Washington, D.C. 20007.
- e) The Debtor maintains a store at 600 Market Street, Lynnfield Massachusetts 01940.
- f) The Debtor maintains a store at 605 N. Michigan Avenue, Suite 102, Chicago, Illinois 60611.
- g) The Debtor maintains a store at Natick Mall, 1245 Worcester St., Unit 2169, Natick, Massachusetts 01760.
- h) The Debtor maintains bank accounts with Bank of America with account numbers 1416511647, 1416114350, 1416511685, 1416114331, 1416114317, 1416511680, 1416511666, 1416114336, 1416713121, 1416713126, 1416213312, and 1416511666 in 100 N Tryon St, Charlotte NC 28255.

**WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
RTS USA CORP.**

April 28, 2020

The undersigned, constituting all of the members of the Board of Directors (the “Board”) of RTS USA Corp. f/k/a Roots USA Corporation (the “Company”), hereby consent, pursuant to the Delaware General Corporation Law (the “DGCL”), to the adoption of the resolutions set forth below, effective as of the date set forth above unless otherwise indicated below, and that such resolutions be taken without a meeting pursuant to Section 141(f) of the DGCL:

WHEREAS, as a result of the financial condition of the Company, and the ongoing COVID-19 pandemic, the Board has engaged counsel and financial advisors to provide advice to the Company regarding its obligations to its creditors, equity holders, employees and other interested parties;

WHEREAS, the Board has reviewed and considered, among other things, the advice of its counsel and financial advisors and has considered the options available to the Company, and has determined that, in its judgment, it is advisable and in the best interests of the Company, its creditors, equity holders, employees and other interested parties that the Company voluntarily files a petition (a “Petition”) for relief under chapter 7 of title 11 of the United States Code (the “Bankruptcy Code”).

NOW THEREFORE, it is hereby:

RESOLVED, that the filing by the Company of its Petition, in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), substantially in the form presented previously to the Board, is hereby approved, confirmed and adopted in all respects; and it is further

RESOLVED, that the officers of the Company, including any president, vice president, chairman, executive vice president, chief executive officer, chief financial officer, treasurer, and secretary (collectively, the “Authorized Persons”) be and they hereby are authorized, empowered and directed to execute and file a Petition on behalf of the Company in order to seek relief under chapter 7 of the Bankruptcy Code in the Bankruptcy Court; and it is further

RESOLVED, that each of the Authorized Persons be and they hereby are authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all schedules, motions, lists, applications, pleadings, declarations, affidavits and other papers as required to accompany the Petition, and, in connection therewith, to employ and retain assistance of legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in

connection with, or in furtherance of, the Petition or the Company chapter 7 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Company is authorized to employ the law firm of Young Conaway Stargatt & Taylor, LLP, as bankruptcy counsel to render legal services to, and to represent, the Company in its chapter 7 case and in any and all related proceedings, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Persons be and they hereby are authorized, empowered and directed to retain on behalf of the Company such other professionals as they deem necessary, appropriate or desirable, upon such terms and conditions as they shall approve, to render services to the Company in connection with its chapter 7 case and with respect to other related matters in connection therewith, subject to Bankruptcy Court approval, if required; and it is further

RESOLVED, that each of the Authorized Persons is authorized to make, execute, file and deliver any and all consents, certificates, documents, instruments, amendments, papers or writings as may be required in connection with or in furtherance of any of the foregoing, and to do any and all other acts necessary or desirable to effectuate the foregoing resolutions, the execution and delivery thereof by such Authorized Person(s) to be deemed conclusive evidence of the approval by the Company of the terms, provisions and conditions thereof; and it is further

RESOLVED, that any and all past actions heretofore lawfully taken by any officers, directors, members or any authorized persons acting under similar authority, as the case may be, of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions are hereby ratified, confirmed, adopted and approved in all respects; and it is further

RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to do and perform all such further acts and things, to execute and/or deliver, and, where necessary or appropriate, file with the appropriate governmental authorities, all such certificates, agreements, documents, instruments, instruments of transfer, receipts and other papers, and to make all such payments and to pay all such taxes and assessments, as any one or more of them, in their sole discretion, shall approve or deem to be necessary or appropriate in order to carry out, comply with and effectuate the bankruptcy of the Company, the foregoing resolutions and the transactions contemplated thereby, the taking of such actions to be conclusive evidence of the necessity or appropriateness thereof.

IN WITNESS WHEREOF, the undersigned directors of each Company have duly executed this Written Consent as of the date first written above.

[Signature page to follow]

RTS USA CORP.

A handwritten signature in black ink, appearing to read 'K. Honsberger', is written over a horizontal line.

Kaleb Honsberger

**WRITTEN CONSENT
OF
THE SOLE STOCKHOLDER
OF
RTS USA CORP.**

April 28, 2020

The undersigned, being the sole stockholder (the “Stockholder”) of RTS USA Corp. f/k/a Roots USA Corporation (the “Company”), hereby consents, pursuant to the Delaware General Corporation Law (the “DGCL”), to the adoption of the resolutions set forth below, effective as of the date set forth above unless otherwise indicated below, and that such resolutions be taken without a meeting pursuant to Section 228 of the DGCL:

WHEREAS, as a result of the financial condition of the Company, and the ongoing COVID-19 pandemic, the Board of Directors (the “Board”) of the Company has engaged counsel and financial advisors to provide advice to the Company regarding its obligations to its creditors, equity holders, employees and other interested parties;

WHEREAS, the Board has reviewed and considered, among other things, the advice of its counsel and financial advisors and has considered the options available to the Company, and has determined that, in its judgment, it is advisable and in the best interests of the Company, its creditors, equity holders, employees and other interested parties that the Company voluntarily files a petition (a “Petition”) for relief under chapter 7 of title 11 of the United States Code (the “Bankruptcy Code”).

WHEREAS, based on the foregoing considerations, the Stockholder has likewise determined that it is advisable and in the best interests of the Company its creditors, equity holders, employees and other interested parties that the Company voluntarily files a Petition for relief under chapter 7 of the Bankruptcy Code.

NOW THEREFORE, it is hereby:

RESOLVED, that the filing by the Company of its Petition, in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), substantially in the form presented previously to the Stockholder, is hereby approved, confirmed and adopted in all respects; and it is further

RESOLVED, that the officers of the Company, including any president, vice president, chairman, executive vice president, chief executive officer, chief financial officer, treasurer, and secretary (collectively, the “Authorized Persons”) be and they hereby are authorized, empowered and directed to execute and file a Petition on behalf of the Company in order to seek relief under chapter 7 of the Bankruptcy Code in the Bankruptcy Court; and it is further

RESOLVED, that each of the Authorized Persons be and they hereby are authorized, empowered and directed, in the name and on behalf of the Company, to execute and

file all schedules, motions, lists, applications, pleadings, declarations, affidavits and other papers as required to accompany the Petition, and, in connection therewith, to employ and retain assistance of legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in connection with, or in furtherance of, the Petition or the Company chapter 7 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Company is authorized to employ the law firm of Young Conaway Stargatt & Taylor, LLP, as bankruptcy counsel to render legal services to, and to represent, the Company in its chapter 7 case and in any and all related proceedings, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Persons be and they hereby are authorized, empowered and directed to retain on behalf of the Company such other professionals as they deem necessary, appropriate or desirable, upon such terms and conditions as they shall approve, to render services to the Company in connection with its chapter 7 case and with respect to other related matters in connection therewith, subject to Bankruptcy Court approval, if required; and it is further

RESOLVED, that each of the Authorized Persons is authorized to make, execute, file and deliver any and all consents, certificates, documents, instruments, amendments, papers or writings as may be required in connection with or in furtherance of any of the foregoing, and to do any and all other acts necessary or desirable to effectuate the foregoing resolutions, the execution and delivery thereof by such Authorized Person(s) to be deemed conclusive evidence of the approval by the Company of the terms, provisions and conditions thereof; and it is further


RESOLVED, that any and all past actions heretofore lawfully taken by any officers, directors, members or any authorized persons acting under similar authority, as the case may be, of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions are hereby ratified, confirmed, adopted and approved in all respects; and it is further

RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to do and perform all such further acts and things, to execute and/or deliver, and, where necessary or appropriate, file with the appropriate governmental authorities, all such certificates, agreements, documents, instruments, instruments of transfer, receipts and other papers, and to make all such payments and to pay all such taxes and assessments, as any one or more of them, in their sole discretion, shall approve or deem to be necessary or appropriate in order to carry out, comply with and effectuate the bankruptcy of the Company, the foregoing resolutions and the transactions contemplated thereby, the taking of such actions to be conclusive evidence of the necessity or appropriateness thereof.

IN WITNESS WHEREOF, the undersigned Stockholder has duly executed this Written Consent as of the date first written above.

[Signature page to follow]

ROOTS CORPORATION

By: 
Name: Kaleb Honsberger
Title: VP, General Counsel

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re RTS USA Corp. f/k/a Roots USA Corporation, Debtor.	X : : : : : : : X	Chapter 7 Case No. 20-_____ (____)
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**LIST OF EQUITY HOLDERS AND CORPORATE OWNERSHIP
STATEMENT OF ROOTS USA CORPORATION PURSUANT TO
BANKRUPTCY RULES 1007(a)(3) AND 7007.1**

As of the Petition Date, Roots Corporation owns one hundred percent (100%) of RTS
USA Corp.'s equity interests.

Fill in this information to identify the case and this filing:Debtor Name RTS USA Corp. f/k/a Roots USA CorporationUnited States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration: List of Equity Holders and Corporate Ownership Statement of RTS USA Corp. Pursuant to Bankruptcy Rules 1007(a)(3) and 7007.1

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04 / 29 / 2020
MM / DD / YYYY



Signature of individual signing on behalf of debtor

Mona Kennedy
Printed name

Chief Financial Officer
Position or relationship to debtor